

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-25** | Period of Report: **2013-01-25**  
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### REPORTING OWNER

#### **MCKINNEY JOHN S**

CIK: **1194880**

Type: **4** | Act: **34** | File No.: **001-14387** | Film No.: **13549697**

Mailing Address

*C/O UNITED RENTALS INC  
FIVE GREENWICH OFFICE  
PARK  
GREENWICH CT 06830*

### ISSUER

#### **UNITED RENTALS INC /DE**

CIK: **1067701** | IRS No.: **061522496** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **7359** Equipment rental & leasing, nec

Mailing Address

*FIVE GREENWICH OFFICE  
PARK  
3RD FLR  
GREENWICH CT 06831*

Business Address

*FIVE GREENWICH OFFICE  
PARK  
3RD FLR  
GREENWICH CT 06831  
2036223131*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>MCKINNEY JOHN S</b>			2. Issuer Name and Ticker or Trading Symbol <b>UNITED RENTALS INC/DE [URI]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/25/2013</b>					
C/O UNITED RENTALS, INC., FIVE GREENWICH OFFICE PARK			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>GREENWICH, CT 06831</b>								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/25/2013		<u>M</u>		3,000	A	\$16.38	17,748	D	
Common Stock	01/25/2013		<u>M</u>		3,000	A	\$19.76	20,748	D	
Common Stock	01/25/2013		<u>S</u>		6,000	D	\$50.9608 <sup>(1)</sup>	14,748 <sup>(2)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option - Right to Buy	\$16.38	01/25/2013		<u>M</u>		3,000		<sup>(3)</sup>	02/26/2014	Common Stock	3,000	\$ 0	0	D	

Stock Option - Right to Buy	\$19.76	01/25/2013		<u>M</u>		3,000	(4)	03/02/2015	Common Stock	3,000	\$ 0	0	D	
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**Explanation of Responses:**

1. Represents weighted average sale price for executed sale transactions on January 25, 2013. The range of prices for such transactions was from \$50.96 to \$50.97. The reporting person hereby undertakes, upon request by the Commission staff, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price within the range.
2. Following this transaction, Mr. McKinney retains a substantial ownership position in Company securities and his ownership currently satisfies the Company's stock ownership guidelines for non-management directors.
3. In connection with an option award granted to the reporting person on February 26, 2004 and previously reported on Form 4, 1,000 of the option shares became exercisable on each of February 26, 2005, February 26, 2006 and February 26, 2007.
4. In connection with an option award granted to the reporting person on March 2, 2005 and previously reported on Form 4, 1,000 of the option shares became exercisable on each of March 2, 2006, March 2, 2007 and March 2, 2008.

**Signatures**

Jonathan M. Gottsegen, attorney-in-fact

\*\* Signature of Reporting Person

01/25/2013

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**